Esmeraldo S. Vergel Jackson Ville, FL 3221 City/State/Zip Phone # COCOCO (A) CORPORATION NAME(S) & DOCUME (Corporation Name)	vd. 0 19 78 INT NUMBER(S), (if	Office Use Only known): 900003301269
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ARTICLES OF INCORPORATION

OF

FLAMINGO OUTLET GROUP, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws.

Of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE 1

The name of this Corporation shall be FLAMINGO OUTLET GROUP, INC.

ARTICLE 11

DURATION

This Corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE 111

GENERAL NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of

The State of Florida; said corporation's primary purpose shall be in the field of

Wholesale and retail sales of shoes, clothing and beauty supplies, General

Merchandise.

ARTICLE 1V

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is 4495 -304 Roosevelt Blvd. Jacksonville, Florida 32210 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE V1 OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected ESMERALDO S. VERGEL JR.(DIRECTOR) 4495-304 Roosevelt Blvd.

are:

Jacksonville, Florida 32210.

JABER ABU-KISHK (DIRECTOR) 4495-304 Roosevelt Blvd. Jacksonville, Florida 32210

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles is:

ESMERALDO S. VERGEL JR. 4495-304 Roosevelt Blvd. Jacksonville, Florida 32210

ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of this Corporation is:

ESMERALDO S. VERGEL JR. 4495-304 Roosevelt Blvd. Jacksonville, Florida 32210

ARTICLE IX BY- LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE X AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the state of Florida, under the Laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 21st day of JUNE 2000.

ESMERALDOS. VERGER JR.

STATE OF FLORIDA)

COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared **ESMERALDO S. VERGEL JR.**, who after being first duly sworn, deposes and states, that he signed the foregoing Articles of Incorporation for the purpose s stated therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this day of June , 2000.

1

Notary Public - State of Florida
My Commission Expires May 5, 2003
Commission # CC 833499

NOTARY PUBLIC

My commission expires:

2003

<u>CERTIFICATE OF DESIGNATION</u> REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the state of Florida.

- 1. The name of the corporation is: FLAMINGO OUTLET GROUP, INC.
- 2. The name and address of the registered agent and office is:

ESMERALDO S. VERGEL JR. 4495-304 Roosevelt Blvd. Jacksonville, Florida 32210

I HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS A REGISTERED AGENT.

ESMERALDO S. YERGEL JR./REGISTERED AGENT

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SECHLAMASSEE, FLORIDA
TALLAMASSEE, FLORIDA